

BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF DELAWARE

IN THE MATTER OF THE APPLICATION)
OF DELMARVA POWER & LIGHT COMPANY,)
EXELON CORORPATION, PEPCO HOLDINGS,) PSC DOCKET NO. 14-193
INC., PURPLE ACQUISITION CORPORATION,)
EXELON ENERGY DELIVERY COMPANY, LLC)
AND SPECIAL PURPOSE ENTITY, LLC)
FOR APPROVALS UNDER THE PROVISIONS)
OF 26 Del. C. §§ 215 AND 1016)
(FILED JUNE 18, 2014))

PUBLIC NOTICE
OF EVIDENTIARY HEARINGS RELATED TO
TRANSFER OF CONTROL APPLICATION

**TO: ALL CUSTOMERS OF DELMARVA POWER & LIGHT COMPANY
and ALL OTHER INTERESTED PERSONS**

The Delaware Public Service Commission will conduct evidentiary hearings on the application of Delmarva Power & Light Company (“Delmarva Power”) and certain other parties identified below to consider a proposed change of control involving Delmarva Power as described below, at the following times and location:

Date and Time	Location
Wednesday, February 18, 2015, commencing at 1:00 p.m.	Delaware Legislative Hall House Chamber 411 Legislative Boulevard Dover, Delaware 19901
Thursday, February 19, 2015, commencing at 10:00 a.m.	Delaware Legislative Hall House Chamber 411 Legislative Boulevard Dover, Delaware 19901
Friday, February 20, 2015, commencing at 10:00 a.m.	Delaware Legislative Hall House Chamber 411 Legislative Boulevard Dover, Delaware 19901

Delmarva Power is a public utility that provides electric and natural gas distribution and supply services within Delaware. On June 18, 2014, Delmarva Power, Exelon Corporation (“Exelon”), Pepco Holdings, Inc. (“PHI”), Purple Acquisition Company, Exelon Energy Delivery Company, LLC (“EEDC”), and new Special Purpose Entity (“SPE”) (collectively, the “Applicants”) filed an application (the “Application”) seeking approvals under 26 *Del. C.* §§ 215 and 1016 for a change of control of Delmarva Power to be effected by a merger of PHI with a wholly owned subsidiary of Exelon. As described by the Applicants, under the terms of the merger PHI will become the subsidiary of SPE, which will be a subsidiary of EEDC;¹ PHI will become an indirect, wholly-owned subsidiary of Exelon, and PHI’s stock will no longer be publicly traded. Upon completion of the merger, PHI’s subsidiaries (including Delmarva Power) will operate as part of Exelon’s holding company system and Delmarva Power will remain as a separate public utility and a subsidiary of Exelon through its subsidiary EEDC.²

Under the provisions of 26 *Del. C.* § 215, the Commission shall approve a merger of, or transfer of control over, a public utility if the Commission finds the transaction to be in accordance with law, for a proper purpose, and consistent with the public interest. In addition, under the provisions of 26 *Del. C.* § 1016, the Commission must, in reviewing any such transaction involving Delmarva Power, take such steps, or impose such conditions, to ensure that any successor entity provides safe and reliable electric distribution and transmission services. Finally, under the provisions of 26 *Del. C.* § 1016(b), any merger and acquisition of Delmarva Power must comply with certain requirements related to DP&L’s labor force contracts.

¹ EEDC owns Exelon’s regulated public utility companies. They are Baltimore Gas and Electric Company, Commonwealth Edison Company and PECO Energy Company.

² PHI’s operating utilities are Potomac Electric Power Company (“Pepco”), Delmarva and Atlantic Electric Company (“ACE”).

The Commission will conduct the evidentiary hearings on the Application at the dates and times noticed above. The Applicants may present formal evidence at the evidentiary hearings. Further, evidence may be presented at the hearings by Commission Staff, the Delaware Division of the Public Advocate, and nine intervenors who have been granted party status in this docket.³ In addition, the evidentiary hearings may involve consideration of a settlement proposed by some or all of the parties. The Commission's final determination on the Application will be based on the record developed at the evidentiary hearings.

You may review and copy the Application, the non-confidential testimony and materials filed by the Applicants and other parties, and any other non-confidential materials subsequently filed in this matter, during normal business hours at the Commission's Dover office, 861 Silver Lake Boulevard, Cannon Building, Suite 100, Dover, Delaware 19904. In addition, you may also review and copy the Application and accompanying submissions at the office of the Division of the Public Advocate at either of its two locations: (1) the Carvel State Office Building, 820 North French Street, 4th Floor, in Wilmington; or (2) 29 South State Street in Dover. Please call (302) 577-5077 (Wilmington) or (302) 241-2555 (Dover) to arrange a time for such review.

If you are disabled and wish to participate in these proceedings or to review these filings, please contact the Commission to discuss any auxiliary aids or services you might need. You may contact the Commission in person, by writing, by telephone (including text telephone and TRS service), or by Internet e-mail.

³ The intervenors in this proceeding are: (1) Monitoring Analytics, LLC, acting in its capacity as the Independent Market Monitor for PJM; (2) the Mid-Atlantic Renewable Energy Coalition; (3) the Delaware Sustainable Energy Utility; (4) Jeremy Firestone; (5) NRG Energy, Inc.; (6) the State of Delaware Department of Natural Resources and Environmental Control; (7) Chesapeake Utilities Corporation; (8) James Black, Executive Director, Partnership for Sustainability in Delaware; and (9) the Clean Air Council.

If you have any questions about this matter, you may contact the Commission Staff, toll-free within Delaware, at 1-800-282-8574. You can also contact the Commission at (302) 736-7500 and that number can also be used for Text Telephone calls. Inquiries can also be sent to the Commission by Internet e-mail to jdillard@state.de.us.

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